



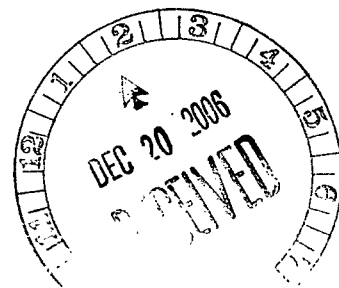
CORPORATION SERVICE COMPANY

RECORDATION NO. 22165-D FILED

DEC 21 '06

2-41 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

800-927-9801 Ext 3813
217-492-2727

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea

Date: December 19, 2006

Order#: 673064/005

Re: DBUX207098-DBUX207107 BP AMOCO CHEMICAL COMPANY

Please process the enclosed documents for the service indicated below.

XX Secondary STB Filing

RECEIPT SHOULD BE IN OUR OFFICE: 12/29/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00. DO NOT WRITE CHECK FOR MORE THAN THIS AMOUNT. IF ADDITIONAL MONEY IS NEEDED, PLEASE CONTACT US IMMEDIATELY.

Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office.
Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Lessor:



CORPORATION SERVICE COMPANY

BP Amoco Chemical Company
BP, 150 West Warrenville Road
MC605-2W
Naperville, IL 60563

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 24th day of October, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and BP AMOCO CHEMICAL COMPANY, a Delaware corporation, with an address at BP, 150 West Warrenville Road – MC605-2W, Naperville, IL 60563 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 22, 1999 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on May 17, 1999 and given Recordation Number 22165.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stylianou
Name: Catherine Stylianou
Title: Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BP AMOCO CHEMICAL COMPANY

By: Michael Schopler
Name: Michael Schopler
Title: Logistics Manager
4/27/06

Schedule A

Number of Cars		Equipment Description
10		25,000 through 27,000 gallon capacity tank cars, exterior coiled, insulated
1	DBUX	207098
2	DBUX	207099
3	DBUX	207100
4	DBUX	207101
5	DBUX	207102
6	DBUX	207103
7	DBUX	207104
8	DBUX	207105
9	DBUX	207106
10	DBUX	207107